

1 Brian C. Rocca, S.B. #221576
brian.rocca@morganlewis.com
2 Sujal J. Shah, S.B. #215230
sujal.shah@morganlewis.com
3 Michelle Park Chiu, S.B. #248421
michelle.chiu@morganlewis.com
4 Minna Lo Naranjo, S.B. #259005
minna.naranjo@morganlewis.com
5 Rishi P. Satia, S.B. #301958
rishi.satia@morganlewis.com
6 **MORGAN, LEWIS & BOCKIUS LLP**
One Market, Spear Street Tower
7 San Francisco, CA 94105
Telephone: (415) 442-1000
8

Richard S. Taffet, *pro hac vice*
richard.taffet@morganlewis.com
9 **MORGAN, LEWIS & BOCKIUS LLP**
101 Park Avenue
10 New York, NY 10178
11 Telephone: (212) 309-6000

12 Ian Simmons, *pro hac vice*
isimmons@omm.com
13 Benjamin G. Bradshaw, S.B. #189925
bbradshaw@omm.com
14 **O'MELVENY & MYERS LLP**
1625 Eye Street, NW
15 Washington, DC 20006
16 Telephone: (202) 383-5300

17 Attorneys for Defendants

18 Glenn D. Pomerantz, S.B. #112503
glenn.pomerantz@mto.com
Kuruvilla Olasa, S.B. #281509
kuruvilla.olasa@mto.com
19 **MUNGER, TOLLES & OLSON LLP**
350 South Grand Avenue, Fiftieth Floor
Los Angeles, California 90071
Telephone: (213) 683-9100

Kyle W. Mach, S.B. #282090
kyle.mach@mto.com
20 Justin P. Raphael, S.B. #292380
justin.rafael@mto.com
Emily C. Curran-Huberty, S.B. #293065
emily.curran-huberty@mto.com
21 **MUNGER, TOLLES & OLSON LLP**
560 Mission Street, Twenty Seventh Floor
San Francisco, California 94105
Telephone: (415) 512-4000

22 Jonathan I. Kravis, *pro hac vice*
jonathan.kravis@mto.com
MUNGER, TOLLES & OLSON LLP
601 Massachusetts Avenue NW, Suite 500E
Washington, D.C. 20001
Telephone: (202) 220-1100

23 Daniel M. Petrocelli, S.B. #97802
dpetrocelli@omm.com
Stephen J. McIntyre, S.B. #274481
smcintyre@omm.com
24 **O'MELVENY & MYERS LLP**
1999 Avenue of the Stars
Los Angeles, California 90067
Telephone: (310) 553-6700

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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

29
30
IN RE GOOGLE PLAY STORE
ANTITRUST LITIGATION

31 THIS DOCUMENT RELATES TO:

32 State of Utah et al. v. Google LLC et al., Case
33 No. 3:21-cv-05227-JD

34 Case No. 3:21-md-02981-JD

35 DEFENDANTS' FIRST AMENDED
ANSWERS AND DEFENSES TO
STATE OF UTAH ET AL.'S FIRST
AMENDED COMPLAINT

36 DEMAND FOR JURY TRIAL

INTRODUCTION

Defendants Google LLC, Google Ireland Limited, Google Commerce Ltd., Google Asia Pacific Pte Ltd., Alphabet Inc., and Google Payment Corp. (collectively “Google”) answer Plaintiff States’ First Amended Complaint, through its undersigned counsel, as set forth below.

5 Android, Google’s open-source mobile operating system (“OS”), is a critical source of
6 competition against other operating systems. This competition has brought tremendous benefits to
7 developers and users. By providing Android to smartphone manufacturers for free, Google LLC
8 has expanded access to smartphones and the marketplace for mobile apps, creating enormous
9 incentives for developers to invest in apps that make virtually every sector of the economy more
10 efficient, affordable and accessible for users. These benefits have typically come at little or no
11 cost to smartphone manufacturers, developers or users. Google’s app store, Google Play, which
12 works on Android, created an innovative channel for the distribution and use of software apps, and
13 a leading source of critical competition to Apple’s iOS ecosystem and App Store. Android and
14 Google Play have been widely embraced not because of anticompetitive conduct, but because
15 users and developers prefer Google Play when given a choice among Android app stores and
16 distribution channels. Android device manufacturers can choose to pre-install their own or third-
17 party app stores on Android devices, right alongside Google Play, and over 60% of Android
18 devices come with more than one app store pre-installed. And Android users are free to download
19 apps and app stores directly from the Internet; millions do so every day.

Far from generating anticompetitive harm, Android and Google Play bring enormous benefits to developers and users—and they do so at zero cost to users and minimal cost to developers, including the States, in the vast majority of cases. Plaintiff States’ suit threatens to undermine, rather than enhance, the very competition that has brought these benefits, and harm the same consumers the States purport to represent.

RESPONSE TO NUMBERED PARAGRAPHS

26 The section headings in the First Amended Complaint do not require a response. To the
27 extent that the section headings contain allegations requiring a response, Google denies all such
28 allegations.

1 1. Google denies the allegations in Paragraph 1, except admits that Plaintiffs purport
2 to bring claims under Sections 1 and 2 of the Sherman Act and under state law.

3 2. Google denies the allegations in Paragraph 2, except Google admits that Google
4 LLC acquired the Android mobile operating system in 2005 and that Android is an open
5 ecosystem that, at its core, has always been about openness, and respectfully refers the Court to
6 the quoted documents for a complete and accurate statement of their contents.

7 3. Google denies the allegations in Paragraph 3, except admits that one or more
8 defendants receive a payment for in-app purchases with respect to apps distributed through Google
9 Play, and charges up to 30% as a service fee. Google avers that Google provides benefits to
10 developers, including discoverability made possible by distribution, e-learning opportunities, free
11 tools for developers to effectively build apps for Android devices, testing and monitoring tools,
12 and a global digital payment infrastructure to enable developers to transact with users using the
13 most effective payment methods regardless of where the developers or users are located. Google
14 further avers that Google has enabled developers to create revenue streams for themselves.
15 Google further avers that beginning on January 1, 2018, the service fee on subscriptions with
16 respect to apps distributed through Google Play was reduced from 30% to 15% for subscriptions
17 retained after 1 year, and beginning on January 1, 2022, the service fee on subscriptions with
18 respect to apps distributed through Google Play will be 15% from day 1 of the subscription.
19 Google further avers that beginning on July 1, 2021, the service fee was reduced to 15% for the
20 first \$1 million of revenue on digital goods or services every developer earns each year.

21 4. Google denies the allegations in Paragraph 4.

22 5. Google denies the allegations in Paragraph 5, except admits that Google users use
23 Google Play Billing for in-app purchases with respect to apps distributed through Google Play
24 with some exceptions, including purchasing physical goods and purchasing digital content
25 elsewhere that is consumed within the app.

26 6. Google admits the allegations in Paragraph 6, except that it lacks knowledge or
27 information sufficient to form a belief as to the truth of the allegations in the last three sentences.

28 7. Google denies the allegations in Paragraph 7.

- 1 8. Google denies the allegations in Paragraph 8.
- 2 9. Google denies the allegations in Paragraph 9.
- 3 10. Google denies the allegations in Paragraph 10.
- 4 11. Google denies the allegations in Paragraph 11, except admits that Google Play
5 Billing is required for in-app purchases of digital content on apps distributed through the Google
6 Play Store, and admits that in-app purchases of physical products do not require Google Play
7 Billing.
- 8 12. Google denies the allegations in Paragraph 12.
- 9 13. Google denies the allegations in Paragraph 13.
- 10 14. Google denies the allegations in Paragraph 14.
- 11 15. Google denies the allegations in Paragraph 15.
- 12 16. Google denies the allegations in Paragraph 16.
- 13 17. Google denies the allegations in Paragraph 17.
- 14 18. Google denies the allegations in Paragraph 18.
- 15 19. Google denies the allegations in Paragraph 19, except admits that the “direct
16 downloading of apps and app stores” is sometimes called “sideloading,” and avers that multiple
17 app stores and access points to apps exist, as users can and do multi-home in accessing apps.
- 18 20. Google denies the allegations in Paragraph 20.
- 19 21. Google denies the allegations in Paragraph 21.
- 20 22. Google denies the allegations in Paragraph 22.
- 21 23. Google denies the allegations in Paragraph 23, except admits that Google users use
22 Google Play Billing for purchases through Google Play with some exceptions, including
23 purchasing physical goods and purchasing digital content elsewhere that is consumed within the
24 app.
- 25 24. Google denies the allegations in Paragraph 24.
- 26 25. Google denies the allegations in Paragraph 25.
- 27 26. Google denies the allegations in Paragraph 26.
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1 27. The allegations in Paragraph 27 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 27.

3 28. The allegations in Paragraph 28 are legal conclusions not subject to admission or
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 28.

5 29. Google denies the allegations in Paragraph 29.

6 30. Google denies the allegations in Paragraph 30.

7 31. Google denies the allegations in Paragraph 31 except admits that mobile device
8 manufacturers, wireless carriers, and app developers utilize Android and distribute apps and that
9 tens of millions of consumers choose Android-based smartphones in the United States.

10 32. Google denies the allegations in Paragraph 32.

11 33. Google denies the allegations in Paragraph 33.

12 34. The allegations in Paragraph 34 consist of Plaintiffs' characterizations of their
13 purported claims and legal conclusions not subject to admission or denial and to which no
14 response is required. To the extent any response is required, Google denies the allegations in
15 Paragraph 34.

16 35. Google denies the allegations in Paragraph 35, except admits that Google LLC is a
17 limited liability company organized and existing under the laws of the State of Delaware with its
18 principal place of business in Mountain View, California, and that Google LLC is a party to the
19 Google Play Developer Distribution Agreement ("DDA"). Google further admits that Google
20 LLC is a subsidiary of XXVI Holdings Inc., which is a Delaware corporation and a subsidiary of
21 Alphabet Inc. Google further admits that Alphabet Inc. is a publicly traded company that is
22 incorporated and existing under the laws of the State of Delaware and that maintains its principal
23 executive offices in Mountain View, California. Google further admits that its products and
24 services include Android OS, Chrome, Gmail, Drive, Maps, Google Play, Search YouTube,
25 Google Cloud, and Search Ads 360.

26 36. Google denies the allegations in Paragraph 36, except admits that Google Ireland
27 Limited is organized under the laws of Ireland with its principal place of business in Dublin,
28 Ireland, is a subsidiary of Google LLC, and is a party to the DDA.

1 37. Google denies the allegations in Paragraph 37, except admits that Google
2 Commerce Ltd. is organized under the laws of Ireland with its principal place of business in
3 Dublin, Ireland and is a party to the DDA.

4 38. Google denies the allegations in Paragraph 38, except admits that Google Asia
5 Pacific Pte. Ltd. is organized under the laws of Singapore with its principal place of business in
6 Mapletree Business City, Singapore, and is a party to the DDA.

7 39. Google denies the allegations in Paragraph 39, except admits that Google Payment
8 Corp. is a Delaware corporation with its principal place of business in Mountain View, California
9 and is a subsidiary of Google LLC.

10 40. Google denies the allegations of Paragraph 40, except admits that Alphabet Inc. is a
11 Delaware corporation with its principal place of business in Mountain View, California.

12 41. The allegations in the first sentence in Paragraph 41 are legal conclusions not
13 subject to admission or denial. To the extent a response is required, Google does not dispute
14 subject matter jurisdiction. Google admits the allegations in the second sentence in Paragraph 41.

15 42. The allegations in Paragraph 42 are legal conclusions not subject to admission or
16 denial. To the extent a response is required, Google does not dispute—for purposes of this action
17 only—personal jurisdiction of this Court or the venue of this action.

18 43. The allegations in Paragraph 43 are legal conclusions not subject to admission or
19 denial. To the extent a response is required, Google does not dispute—for purposes of this action
20 only—the venue of this action.

21 44. Google admits the allegations in Paragraph 44.

22 45. Google admits the allegations in Paragraph 45.

23 46. Google denies the allegations in Paragraph 46, except admits the allegations in the
24 first and last sentences.

25 47. Google admits the allegations in Paragraph 47.

26 48. Google denies the allegations in Paragraph 48, except admits that original
27 equipment manufacturers (“OEMs”) frequently pre-install an OS on each mobile device.

1 49. Google denies the allegations in Paragraph 49, except admits that most mobile
2 device manufacturers do not develop their own OSs. Google is without knowledge or information
3 sufficient to form a belief as to the truth of the allegations in Paragraph 49 about Apple.

4 50. Google denies the allegations in Paragraph 50, except that Google is without
5 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
6 50 about Apple.

7 51. Google denies the allegations in Paragraph 51.

8 52. Google admits the allegations in Paragraph 52.

9 53. Google denies the allegations in Paragraph 53, except admits that Google LLC
10 acquired the Android mobile operating system in 2005.

11 54. Google denies the allegations in Paragraph 54.

12 55. Google denies the allegations in Paragraph 55, and avers that evidence shows that
13 users can and do switch and multi-home among and between mobile and nonmobile ecosystems,
14 including between Android and iOS.

15 56. Google denies the allegations in Paragraph 56.

16 57. Google denies the allegations in Paragraph 57.

17 58. Google denies the allegations in Paragraph 58.

18 59. Google denies the allegations in Paragraph 59.

19 60. Google admits the allegations in Paragraph 60, except that Google is without
20 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
21 60 about why consumers typically obtain additional applications.

22 61. Google denies the allegations in Paragraph 61, except admits the allegations in the
23 second sentence.

24 62. Google denies the allegations in Paragraph 62.

25 63. Google denies the allegations in Paragraph 63.

26 64. Google denies the allegations in Paragraph 64, except admits that the “direct
27 downloading of apps by consumers without using an app store” is sometimes called “sideloading,”

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1 and avers that multiple app stores and access points to apps exist, as users can and do multi-home
2 in accessing apps.

3 65. Google denies the allegations in Paragraph 65.

4 66. Google denies the allegations in Paragraph 66, and avers that evidence shows that
5 users can and do switch and multi-home among and between mobile and nonmobile ecosystems,
6 including between Android and iOS.

7 67. Google denies the allegations in Paragraph 67.

8 68. Google denies the allegations in Paragraph 68.

9 69. Google denies the allegations in Paragraph 69, and respectfully refers the Court to
10 the cited document for a complete and accurate statement of its contents.

11 70. Google denies the allegations in Paragraph 70.

12 71. Google denies the allegations in Paragraph 71.

13 72. Google denies the allegations in Paragraph 72.

14 73. Google denies the allegations in Paragraph 73.

15 74. Google denies the allegations in Paragraph 74.

16 75. Google denies the allegations in Paragraph 75.

17 76. Google denies the allegations in Paragraph 76.

18 77. Google denies the allegations in Paragraph 77, and respectfully refers the Court to
19 the cited documents for a complete and accurate statement of their contents.

20 78. Google denies the allegations in Paragraph 78, except admits that consumers can
21 download apps on Android devices from competing app stores or through sideloading.

22 79. Google denies the allegations in Paragraph 79.

23 80. Google denies the allegations in Paragraph 80.

24 81. Google denies the allegations in Paragraph 81.

25 82. Google denies the allegations in Paragraph 82.

26 83. Google denies the allegations in Paragraph 83, except that Google admits that
27 Google LLC owns Android OS.

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1 84. Google denies the allegations in Paragraph 84, and respectfully refers the Court to
2 the cited document for a complete and accurate statement of its contents.

3 85. Google denies the allegations in Paragraph 85, and respectfully refers the Court to
4 the cited documents for a complete and accurate statement of their contents.

5 86. Google denies the allegations in Paragraph 86, and respectfully refers the Court to
6 the cited documents for a complete and accurate statement of their contents.

7 87. Google denies the allegations in Paragraph 87, and respectfully refers the Court to
8 the cited documents for a complete and accurate statement of their contents.

9 88. Google denies the allegations in Paragraph 88, except that Google is without
10 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
11 88 about what Amazon has said.

12 89. Google denies the allegations in Paragraph 89, and respectfully refers the Court to
13 the cited documents for a complete and accurate statement of their contents.

14 90. Google denies the allegations in Paragraph 90, and respectfully refers the Court to
15 the cited documents for a complete and accurate statement of their contents.

16 91. Google denies the allegations in Paragraph 91, and respectfully refers the Court to
17 the cited documents for a complete and accurate statement of their contents.

18 92. Google denies the allegations in Paragraph 92, and respectfully refers the Court to
19 the cited documents for a complete and accurate statement of their contents.

20 93. Google denies the allegations in Paragraph 93, and respectfully refers the Court to
21 the cited documents for a complete and accurate statement of their contents.

22 94. Google denies the allegations in Paragraph 94.

23 95. Google denies the allegations in Paragraph 95, and respectfully refers the Court to
24 the cited documents for a complete and accurate statement of their contents.

25 96. Google denies the allegations in Paragraph 96, except admits that Android 12
26 includes modifications related to third-party app stores and that in certain instances sideloaded
27 apps do not automatically update in the background on the Android OS. Google is without

1 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
2 96 about what Amazon has said.

3 97. Google denies the allegations in Paragraph 97.

4 98. Google denies the allegations in Paragraph 98, and respectfully refers the Court to
5 the cited documents for a complete and accurate statement of their contents.

6 99. Google denies the allegations in Paragraph 99, and respectfully refers the Court to
7 the cited documents for a complete and accurate statement of their contents.

8 100. Google denies the allegations in Paragraph 100, except admits that Aptoide was
9 flagged as “harmful.”

10 101. Google denies the allegations in Paragraph 101, except that Google admits the
11 existence of Portuguese litigation involving Aptoide, and that Google is without knowledge or
12 information sufficient to form a belief as to the truth of the allegations in the first sentence about
13 the findings of the purported “independent study.”

14 102. Google denies the allegations in Paragraph 102, and respectfully refers the Court to
15 the cited documents for a complete and accurate statement of their contents.

16 103. Google denies the allegations in Paragraph 103.

17 104. Google denies the allegations in Paragraph 104.

18 105. Google denies the allegations in Paragraph 105, except admits that one or more
19 defendants have entered into agreements with OEMs and respectfully refers the Court to the cited
20 documents for a complete and accurate statement of their contents.

21 106. Google denies the allegations in Paragraph 106, and respectfully refers the Court to
22 the cited documents for a complete and accurate statement of their contents.

23 107. Google denies the allegations in Paragraph 107, except admits that developers are
24 generally required to enter into the DDA to distribute apps through Google Play. Google further
25 admits that DDA, Section 4.5 states, “You may not use Google Play to distribute or make
26 available any Product that has a purpose that facilitates the distribution of software applications
27 and games for use on Android devices outside of Google Play.” Google respectfully refers the
28 Court to the cited documents for a complete and accurate statement of their contents.

1 108. Google denies the allegations in Paragraph 108, and respectfully refers the Court to
 2 the cited documents for a complete and accurate statement of their contents.

3 109. Google denies the allegations in Paragraph 109, and respectfully refers the Court to
 4 the cited documents for a complete and accurate statement of their contents.

5 110. Google denies the allegations in Paragraph 110, and respectfully refers the Court to
 6 the cited documents for a complete and accurate statement of their contents.

7 111. Google denies the allegations in Paragraph 111.

8 112. Google denies the allegations in Paragraph 112, except admits that one or more
 9 defendants offer an App Campaigns program, and respectfully refers the Court to the cited
 10 documents for a complete and accurate statement of their contents.

11 113. Google denies the allegations in Paragraph 113.

12 114. Google denies the allegations in Paragraph 114, except admits that one or more
 13 defendants have agreements called Mobile Application and Distribution Agreements (“MADAs”)
 14 and optional Revenue Share Agreements (“RSAs”) with some OEM and mobile network operator
 15 (“MNO”) partners, and respectfully refers the Court to the cited documents for a complete and
 16 accurate statement of their contents.

17 115. Google denies the allegations in Paragraph 115, and respectfully refers the Court to
 18 the cited document for a complete and accurate statement of its contents.

19 116. Google denies the allegations in Paragraph 116, and respectfully refers the Court to
 20 the cited documents for a complete and accurate statement of their contents. Google admits that
 21 mobile manufacturers have a choice whether to enter into a MADA to distribute devices with
 22 proprietary Google apps, including the Google Play Store, and that these agreements contain
 23 various provisions regarding placement of certain Google apps for the initial out-of-the-box
 24 settings, though the specific terms have changed over time.

25 117. Google denies the allegations in Paragraph 117.

26 118. Google denies the allegations in Paragraph 118, and respectfully refers the Court to
 27 the cited documents for a complete and accurate statement of their contents.

1 119. Google denies the allegations in Paragraph 119, and respectfully refers the Court to
2 the cited documents for a complete and accurate statement of their contents.

3 120. Google denies the allegations in Paragraph 120, except admits that one or more
4 defendants offer Google Play Services, and respectfully refers the Court to the cited documents for
5 a complete and accurate statement of their contents.

6 121. Google denies the allegations in Paragraph 121.

7 122. Google denies the allegations in Paragraph 122, and respectfully refers the Court to
8 the cited documents for a complete and accurate statement of their contents.

9 123. Google denies the allegations in Paragraph 123, and respectfully refers the Court to
10 the cited documents for a complete and accurate statement of their contents.

11 124. Google denies the allegations in Paragraph 124, and respectfully refers the Court to
12 the cited documents for a complete and accurate statement of their contents.

13 125. Google denies the allegations in Paragraph 125, and respectfully refers the Court to
14 the cited documents for a complete and accurate statement of their contents.

15 126. Google denies the allegations in Paragraph 126, and respectfully refers the Court to
16 the cited documents for a complete and accurate statement of their contents.

17 127. Google denies the allegations in Paragraph 127, and respectfully refers the Court to
18 the cited documents for a complete and accurate statement of their contents.

19 128. Google denies the allegations in Paragraph 128, and respectfully refers the Court to
20 the cited documents for a complete and accurate statement of their contents.

21 129. Google denies the allegations in Paragraph 129.

22 130. Google denies the allegations in Paragraph 130, and respectfully refers the Court to
23 the cited documents for a complete and accurate statement of their contents.

24 131. Google denies the allegations in Paragraph 131, and respectfully refers the Court to
25 the cited documents for a complete and accurate statement of their contents.

26 132. Google denies the allegations in Paragraph 132, and respectfully refers the Court to
27 the cited documents for a complete and accurate statement of their contents.

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1 133. Google denies the allegations in Paragraph 133, except admits that one or more
2 defendants have revenue sharing agreements with OEMs and MNOs, and respectfully refers the
3 Court to the cited documents for a complete and accurate statement of their contents.

4 134. Google denies the allegations in Paragraph 134, and respectfully refers the Court to
5 the cited documents for a complete and accurate statement of their contents.

6 135. Google denies the allegations in Paragraph 135, and respectfully refers the Court to
7 the cited documents for a complete and accurate statement of their contents.

8 136. Google denies the allegations in Paragraph 136, and respectfully refers the Court to
9 the cited documents for a complete and accurate statement of their contents.

10 137. Google denies the allegations in Paragraph 137, except that Google is without
11 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
12 137 about Samsung's products and operations.

13 138. Google denies the allegations in Paragraph 138, except that Google is without
14 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
15 138 about Samsung's products and operations.

16 139. Google denies the allegations in Paragraph 139, and respectfully refers the Court to
17 the cited documents for a complete and accurate statement of their contents.

18 140. Google denies the allegations in Paragraph 140, and respectfully refers the Court to
19 the cited documents for a complete and accurate statement of their contents.

20 141. Google denies the allegations in Paragraph 141, and respectfully refers the Court to
21 the cited documents for a complete and accurate statement of their contents.

22 142. Google denies the allegations in Paragraph 142, except that Google is without
23 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
24 142 regarding Samsung's calculation of its revenue, and respectfully refers the Court to the cited
25 documents for a complete and accurate statement of their contents.

26 143. Google denies the allegations in Paragraph 143, and respectfully refers the Court to
27 the cited documents for a complete and accurate statement of their contents.

1 144. Google denies the allegations in Paragraph 144, and respectfully refers the Court to
2 the cited documents for a complete and accurate statement of their contents.

3 145. Google denies the allegations in Paragraph 145, and respectfully refers the Court to
4 the cited documents for a complete and accurate statement of their contents.

5 146. Google denies the allegations in Paragraph 146.

6 147. Google denies the allegations in Paragraph 147, and respectfully refers the Court to
7 the cited document for a complete and accurate statement of its contents.

8 148. Google denies the allegations in Paragraph 148, and respectfully refers the Court to
9 the cited document for a complete and accurate statement of its contents.

10 149. Google denies the allegations in Paragraph 149.

11 150. Google denies the allegations in Paragraph 150, and respectfully refers the Court to
12 the cited document for a complete and accurate statement of its contents.

13 151. Google denies the allegations in Paragraph 151, and respectfully refers the Court to
14 the cited document for a complete and accurate statement of its contents.

15 152. Google denies the allegations in Paragraph 152, and respectfully refers the Court to
16 the cited document for a complete and accurate statement of its contents.

17 153. Google denies the allegations in Paragraph 153, and respectfully refers the Court to
18 the cited document for a complete and accurate statement of its contents.

19 154. Google denies the allegations in Paragraph 154.

20 155. Google denies the allegations in Paragraph 155.

21 156. Google denies the allegations in Paragraph 156, except that Google is without
22 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
23 156 about Amazon's products and operations.

24 157. Google denies the allegations in Paragraph 157, except admits that one or more
25 defendants operate the Chrome Web Store and that the Chrome Web Store faces competition.

26 158. Google denies the allegations in Paragraph 158.

27 159. Google denies the allegations in Paragraph 159.

28 160. Google denies the allegations in Paragraph 160.

1 161. Google denies the allegations in Paragraph 161.

2 162. Google denies the allegations in Paragraph 162, and respectfully refers the Court to
3 the cited documents for a complete and accurate statement of their contents.

4 163. Google denies the allegations in Paragraph 163, except admits that one or more
5 defendants have various agreements with app developers, and respectfully refers the Court to the
6 cited document for a complete and accurate statement of its contents.

7 164. Google denies the allegations in Paragraph 164, and respectfully refers the Court to
8 the cited document for a complete and accurate statement of its contents.

9 165. Google denies the allegations in Paragraph 165, and respectfully refers the Court to
10 the cited document for a complete and accurate statement of its contents.

11 166. Google denies the allegations in Paragraph 166, and respectfully refers the Court to
12 the cited document for a complete and accurate statement of its contents.

13 167. Google denies the allegations in Paragraph 167, and respectfully refers the Court to
14 the cited document for a complete and accurate statement of its contents.

15 168. Google denies the allegations in Paragraph 168.

16 169. Google denies the allegations in Paragraph 169.

17 170. Google denies the allegations in Paragraph 170.

18 171. Google is without knowledge or information sufficient to form a belief as to the
19 truth of the allegations in Paragraph 171.

20 172. Google is without knowledge or information sufficient to form a belief as to the
21 truth of the allegations in Paragraph 172.

22 173. Google is without knowledge or information sufficient to form a belief as to the
23 truth of the allegations in Paragraph 173, and respectfully refers the Court to the cited document
24 for a complete and accurate statement of its contents.

25 174. Google denies the allegations in Paragraph 174.

26 175. Google denies the allegations in Paragraph 175, except admits that Google users
27 use Google Play Billing for purchases through Google Play with some exceptions, including

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1 purchasing physical goods and purchasing digital content elsewhere that is consumed within the
2 app.

3 176. Google denies the allegations in Paragraph 176.

4 177. Google denies the allegations in Paragraph 177.

5 178. Google denies the allegations in Paragraph 178.

6 179. Google denies the allegations in Paragraph 179.

7 180. Google denies the allegations in Paragraph 180.

8 181. Google denies the allegations in Paragraph 181.

9 182. Google denies the allegations in Paragraph 182.

10 183. Google denies the allegations in Paragraph 183.

11 184. Google denies the allegations in Paragraph 184.

12 185. Google denies the allegations in Paragraph 185.

13 186. Google denies the allegations in Paragraph 186.

14 187. Google denies the allegations in Paragraph 187, and respectfully refers the Court to
15 the cited documents for a complete and accurate statement of their contents.

16 188. Google admits the allegations in Paragraph 188.

17 189. Google denies the allegations in Paragraph 189.

18 190. Google denies the allegations in Paragraph 190 except admits that one or more
19 defendants earn revenues from the Play Store.

20 191. Google denies the allegations in Paragraph 191.

21 192. Google denies the allegations in Paragraph 192.

22 193. Google denies the allegations in Paragraph 193, and respectfully refers the Court to
23 the cited document for a complete and accurate statement of its contents.

24 194. Google denies the allegations in Paragraph 194, and respectfully refers the Court to
25 the cited document for a complete and accurate statement of its contents.

26 195. Google denies the allegations in Paragraph 195, except admits that one or more
27 defendants operate the Chrome Web Store and that the Chrome Web Store faces competition.

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1 196. Google denies the allegations in Paragraph 196, and respectfully refers the Court to
2 the cited document for a complete and accurate statement of its contents.

3 197. Google denies the allegations in Paragraph 197, and respectfully refers the Court to
4 the cited documents for a complete and accurate statement of their contents.

5 198. Google denies the allegations in Paragraph 198.

6 199. Google admits the allegations in Paragraph 199.

7 200. Google denies the allegations in Paragraph 200, and respectfully refers the Court to
8 those documents for a complete and accurate statement of their contents.

9 201. Google denies the allegations in Paragraph 201.

10 202. Google denies the allegations in Paragraph 202, and respectfully refers the Court to
11 that document for a complete and accurate statement of its contents.

12 203. Google denies the allegations in Paragraph 203.

13 204. Google is without knowledge or information sufficient to form a belief as to the
14 truth of the allegations in Paragraph 204.

15 205. Google is without knowledge or information sufficient to form a belief as to the
16 truth of the allegations in Paragraph 205.

17 206. Google denies the allegations in Paragraph 206, except that Google is without
18 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
19 206 about the products and operations of music streaming services.

20 207. Google is without knowledge or information sufficient to form a belief as to the
21 truth of the allegations in Paragraph 207, and respectfully refers the Court to the cited document
22 for a complete and accurate statement of its contents.

23 208. Google denies the allegations in Paragraph 208.

24 209. Google denies the allegations in Paragraph 209.

25 210. Google denies the allegations in Paragraph 210.

26 211. Google denies the allegations in Paragraph 211.

27 212. Google denies the allegations in Paragraph 212.

28 213. Google denies the allegations in Paragraph 213.

1 214. Google denies the allegations in Paragraph 214.

2 215. Google is without knowledge or information sufficient to form a belief as to the
3 truth of the allegations in Paragraph 215.

4 216. Google denies the allegations in Paragraph 216.

5 217. Google denies the allegations in Paragraph 217.

6 218. Google denies the allegations in Paragraph 218, except that Google is without
7 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
8 218 about payment practices in other countries and the business models of developers.

9 219. Google denies the allegations in Paragraph 219.

10 220. Google denies the allegations in Paragraph 220.

11 221. Google denies the allegations in Paragraph 221.

12 222. Google denies the allegations in Paragraph 222, except that Google is without
13 knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph
14 222 about payment processing systems used on computers.

15 223. Google denies the allegations in Paragraph 223.

16 224. Google denies the allegations in Paragraph 224.

17 225. Google denies the allegations in Paragraph 225.

18 226. Google denies the allegations in Paragraph 226, except admits that one or more
19 defendants receive payments from consumers through the Google Play Store.

20 227. Google denies the allegations in Paragraph 227, except admits that Google
21 discloses the fees it charges consumers, and respectfully refers the Court to the cited documents
22 for a complete and accurate statement of their contents.

23 228. Google denies the allegations in Paragraph 228.

24 229. Google denies the allegations in Paragraph 229.

25 230. Google denies the allegations in Paragraph 230, and respectfully refers the Court to
26 the cited document for a complete and accurate statement of its contents.

27 231. Google denies the allegations in Paragraph 231.

28

1 232. Google denies the allegations in Paragraph 232, and respectfully refers the Court to
2 the cited documents for a complete and accurate statement of their contents.

3 233. Google denies the allegations in Paragraph 233, except admits that Google looks
4 out for users' best interests, and respectfully refers the Court to the cited documents for a complete
5 and accurate statement of their contents.

6 234. Google denies the allegations in Paragraph 234.

7 235. Google denies the allegations in Paragraph 235.

8 236. Google admits that in 2008, one or more defendants launched Android Market.
9 Google admits the remaining allegations of Paragraph 236, and respectfully refers the Court to the
10 cited documents for a complete and accurate statement of their contents.

11 237. Google denies the allegations of Paragraph 237, except admits that one or more
12 defendants have agreements with OEMs and MNOs, and is without knowledge or information
13 sufficient to form a belief as to the truth of the allegations in Paragraph 237 about the bargaining
14 power of OEMs and MNOs.

15 238. Google denies the allegations of Paragraph 238, and respectfully refers the Court to
16 the cited document for a complete and accurate statement of its contents.

17 239. Google admits that Android is an "opensource platform" that is "available for
18 anyone to view, download, modify, enhance, and redistribute," and respectfully refers the Court to
19 the cited document for a complete and accurate statement of its contents.

20 240. Google denies the allegations in Paragraph 240.

21 241. Google denies the allegations of Paragraph 241, and respectfully refers the Court to
22 the cited documents for a complete and accurate statement of their contents.

23 242. Google denies the allegations of Paragraph 242, and respectfully refers the Court to
24 the cited document for a complete and accurate statement of its contents.

25 243. Google denies the allegations in Paragraph 243 and respectfully refers the Court to
26 the cited documents for a complete and accurate statement of their contents.

27 244. Google denies the allegations in Paragraph 244.

28 245. Google denies the allegations in Paragraph 245.

246. Google denies the allegations in Paragraph 246, except admits that one or more defendants launched the Google Play Store in 2012.

247. Google denies the allegations in Paragraph 247.

248. Google denies the allegations in Paragraph 248.

249. Google denies the allegations in Paragraph 249, and respectfully refers the Court to the cited documents for a complete and accurate statement of their contents.

250. Google denies the allegations in Paragraph 250.

251. Google denies the allegations in Paragraph 251, and respectfully refers the Court to the cited documents for a complete and accurate description of their contents.

10 || 252. Google denies the allegations in Paragraph 252.

11 || 253. Google denies the allegations in Paragraph 253.

12 || 254. Google denies the allegations in Paragraph 254.

13 || 255. Google denies the allegations in Paragraph 255.

14 || 256. Google denies the allegations in Paragraph 256.

15 257. Google reasserts and hereby incorporates by reference its responses to each
16 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

17 258. The allegations in Paragraph 258 are legal conclusions not subject to admission or
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 258.

¹⁹ || 259. Google denies the allegations in Paragraph 259.

260. Google denies the allegations in Paragraph 260.

²¹ || 261. Google denies the allegations in Paragraph 261.

22 262. Google denies the allegations in Paragraph 262, except admits that it engages in
23 interstate commerce.

²⁴ 263. Google denies the allegations in Paragraph 263.

264. Google denies the allegations in Paragraph 264.

265. Google denies the allegations in Paragraph 265.

27 || 266. Google denies the allegations in Paragraph 266.

1 267. Google reasserts and hereby incorporates by reference its responses to each
2 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

3 268. The allegations in Paragraph 268 are legal conclusions not subject to admission or
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 268.

5 269. Google denies the allegations in Paragraph 269, except admits that one or more
6 defendants have entered into agreements with OEMs.

7 270. Google denies the allegations in Paragraph 270.

8 271. Google denies the allegations in Paragraph 271.

9 272. Google denies the allegations in Paragraph 272, except admits that it engages in
10 interstate commerce.

11 273. Google denies the allegations in Paragraph 273.

12 274. Google denies the allegations in Paragraph 274.

13 275. Google denies the allegations in Paragraph 275.

14 276. Google reasserts and hereby incorporates by reference its responses to each
15 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

16 277. The allegations in Paragraph 277 are legal conclusions not subject to admission or
17 denial. To the extent a response is required, Google denies the allegations in Paragraph 277.

18 278. Google denies the allegations in Paragraph 278, except admits that one or more
19 defendants have entered into agreements with app developers, and respectfully refers the Court to
20 the cited documents for a complete and accurate statement of their contents.

21 279. Google denies the allegations in Paragraph 279.

22 280. Google denies the allegations in Paragraph 280.

23 281. Google denies the allegations in Paragraph 281, except admits that it engages in
24 interstate commerce.

25 282. Google denies the allegations in Paragraph 282.

26 283. Google denies the allegations in Paragraph 283.

27 284. Google denies the allegations in Paragraph 284.

1 285. Google reasserts and hereby incorporates by reference its responses to each
2 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

3 286. The allegations in Paragraph 286 are legal conclusions not subject to admission or
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 286.

5 287. Google denies the allegations in Paragraph 287, except admits that one or more
6 defendants have entered into agreements with app developers.

7 288. Google denies the allegations in Paragraph 288.

8 289. Google denies the allegations in Paragraph 289, except admits that Android users
9 can download apps that are compatible with Android OS through the Google Play Store.

10 290. Google denies the allegations in Paragraph 290.

11 291. Google denies the allegations in Paragraph 291.

12 292. Google denies the allegations in Paragraph 292.

13 293. Google denies the allegations in Paragraph 293.

14 294. Google denies the allegations in Paragraph 294.

15 295. Google denies the allegations in Paragraph 295.

16 296. Google denies the allegations in Paragraph 296.

17 297. Google denies the allegations in Paragraph 297.

18 298. Google reasserts and hereby incorporates by reference its responses to each
19 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

20 299. The allegations in Paragraph 299 are legal conclusions not subject to admission or
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 299.

22 300. Google denies the allegations in Paragraph 300.

23 301. Google denies the allegations in Paragraph 301.

24 302. Google denies the allegations in Paragraph 302.

25 303. Google denies the allegations in Paragraph 303.

26 304. Google denies the allegations in Paragraph 304, except admits that it engages in
27 interstate commerce.

28 305. Google denies the allegations in Paragraph 305.

1 306. Google denies the allegations in Paragraph 306.

2 307. Google denies the allegations in Paragraph 307.

3 308. Google denies the allegations in Paragraph 308.

4 309. Google reasserts and hereby incorporates by reference its responses to each
5 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

6 310. The allegations in Paragraph 310 are legal conclusions not subject to admission or
7 denial. To the extent a response is required, Google denies the allegations in Paragraph 310.

8 311. Google denies the allegations in Paragraph 311, except admits that one or more
9 defendants have entered into agreements with app developers.

10 312. Google admits the existence of the documents referenced in Paragraph 312 and
11 respectfully refers the Court to the referenced documents for a complete and accurate statement of
12 their contents.

13 313. Google denies the allegations in Paragraph 313.

14 314. Google denies the allegations in Paragraph 314, except admits that it engages in
15 interstate commerce.

16 315. Google denies the allegations in Paragraph 315.

17 316. Google denies the allegations in Paragraph 316.

18 317. Google denies the allegations in Paragraph 317.

19 318. Google denies the allegations in Paragraph 318.

20 319. Google reasserts and hereby incorporates by reference its responses to each
21 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

22 320. The allegations in Paragraph 320 are legal conclusions not subject to admission or
23 denial. To the extent a response is required, Google denies the allegations in Paragraph 320.

24 321. Google denies the allegations in Paragraph 321.

25 322. Google denies the allegations in Paragraph 322, except admits that one or more
26 defendants have entered into agreements with developers.

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1 323. Google admits the existence of the document referenced in Paragraph 323 and
2 respectfully refers the Court to the referenced documents for a complete and accurate statement of
3 their contents.

4 324. Google admits the existence of the documents referenced in Paragraph 324 and
5 respectfully refers the Court to the referenced documents for a complete and accurate statement of
6 their contents.

7 325. Google admits the existence of the document referenced in Paragraph 325 and
8 respectfully refers the Court to the referenced documents for a complete and accurate statement of
9 their contents.

10 326. Google denies the allegations in Paragraph 326.

11 327. Google denies the allegations in Paragraph 327 and respectfully refers the Court to
12 the referenced documents for a complete and accurate statement of their contents.

13 328. Google denies the allegations in Paragraph 328.

14 329. Google denies the allegations in Paragraph 329, except admits that it engages in
15 interstate commerce.

16 330. Google denies the allegations in Paragraph 330.

17 331. Google denies the allegations in Paragraph 331.

18 332. Google denies the allegations in Paragraph 332.

19 333. Google denies the allegations in Paragraph 333.

20 334. Google reasserts and hereby incorporates by reference its responses to each
21 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

22 335. Google denies the allegations in Paragraph 335.

23 336. The allegations in Paragraph 336 are legal conclusions not subject to admission or
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 336.

25 337. Google denies the allegations in Paragraph 337.

26 338. Google denies the allegations in Paragraph 338.

27 339. The allegations in Paragraph 339 are legal conclusions not subject to admission or
28 denial. To the extent a response is required, Google denies the allegations in Paragraph 339.

1 340. Google reasserts and hereby incorporates by reference its responses to each
2 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

3 341. Google denies the allegations in Paragraph 341.

4 342. The allegations in Paragraph 342 are legal conclusions not subject to admission or
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 342.

6 343. Google denies the allegations in Paragraph 343.

7 344. The allegations in Paragraph 344 are legal conclusions not subject to admission or
8 denial. To the extent a response is required, Google denies the allegations in Paragraph 344.

9 345. Google reasserts and hereby incorporates by reference its responses to each
10 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

11 346. Google denies the allegations in Paragraph 346.

12 347. The allegations in Paragraph 347 are legal conclusions not subject to admission or
13 denial. To the extent a response is required, Google denies the allegations in Paragraph 347.

14 348. Google denies the allegations in Paragraph 348.

15 349. The allegations in Paragraph 349 are legal conclusions not subject to admission or
16 denial. To the extent a response is required, Google denies the allegations in Paragraph 349.

17 350. Google reasserts and hereby incorporates by reference its responses to each
18 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

19 351. Google denies the allegations in Paragraph 351.

20 352. Google denies the allegations in Paragraph 352.

21 353. The allegations in Paragraph 353 are legal conclusions not subject to admission or
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 353.

23 354. Google reasserts and hereby incorporates by reference its responses to each
24 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

25 355. Google denies the allegations in Paragraph 355.

26 356. The allegations in Paragraph 356 are legal conclusions not subject to admission or
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 356.

28 357. Google denies the allegations in Paragraph 357.

1 358. The allegations in Paragraph 358 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 358.

3 359. The allegations in Paragraph 359 are legal conclusions not subject to admission or
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 359.

5 360. Google reasserts and hereby incorporates by reference its responses to each
6 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

7 361. Google denies the allegations in Paragraph 361.

8 362. Google denies the allegations in Paragraph 362.

9 363. The allegations in Paragraph 363 are legal conclusions not subject to admission or
10 denial. To the extent a response is required, Google denies the allegations in Paragraph 363.

11 364. Google denies the allegations in Paragraph 364.

12 365. Google denies the allegations in Paragraph 365.

13 366. The allegations in Paragraph 366 are legal conclusions not subject to admission or
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 366.

15 367. Google reasserts and hereby incorporates by reference its responses to each
16 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

17 368. Google denies the allegations in Paragraph 368.

18 369. The allegations in Paragraph 369 are legal conclusions not subject to admission or
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 369.

20 370. Google reasserts and hereby incorporates by reference its responses to each
21 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

22 371. Google denies the allegations in Paragraph 371.

23 372. The allegations in Paragraph 372 are legal conclusions not subject to admission or
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 372.

25 373. Google denies the allegations in Paragraph 373.

26 374. The allegations in Paragraph 374 are legal conclusions not subject to admission or
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 374.

28

375. Google reasserts and hereby incorporates by reference its responses to each Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

376. Google denies the allegations in Paragraph 376.

377. The allegations in Paragraph 377 are legal conclusions not subject to admission or denial. To the extent a response is required, Google denies the allegations in Paragraph 377.

378. Google denies the allegations in Paragraph 378.

379. Google denies the allegations in Paragraph 379.

380. The allegations in Paragraph 380 are legal conclusions not subject to admission or denial. To the extent a response is required, Google denies the allegations in Paragraph 380.

10 381. Google reasserts and hereby incorporates by reference its responses to each
11 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

382. Google denies the allegations in Paragraph 382.

13 383. The allegations in Paragraph 383 are legal conclusions not subject to admission or
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 383.

15 384. The allegations in Paragraph 384 are legal conclusions not subject to admission or
16 denial. To the extent a response is required, Google denies the allegations in Paragraph 384.

17 385. Google reasserts and hereby incorporates by reference its responses to each
18 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

^{386.} Google denies the allegations in Paragraph 386.

387. The allegations in Paragraph 387 are legal conclusions not subject to admission or denial. To the extent a response is required, Google denies the allegations in Paragraph 387.

³⁸⁸ Google denies the allegations in Paragraph 388.

23 389. The allegations in Paragraph 389 are legal conclusions not subject to admission or
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 389.

25 390. Google reasserts and hereby incorporates by reference its responses to each
26 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

³⁹¹ Google denies the allegations in Paragraph 391.

1 392. The allegations in Paragraph 392 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 392.

3 393. Google denies the allegations in Paragraph 393.

4 394. The allegations in Paragraph 394 are legal conclusions not subject to admission or
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 394.

6 395. Google reasserts and hereby incorporates by reference its responses to each
7 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

8 396. Google denies the allegations in Paragraph 396.

9 397. Google denies the allegations in Paragraph 397.

10 398. The allegations in Paragraph 398 are legal conclusions not subject to admission or
11 denial. To the extent a response is required, Google denies the allegations in Paragraph 398.

12 399. Google denies the allegations in Paragraph 399.

13 400. The allegations in Paragraph 400 are legal conclusions not subject to admission or
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 400.

15 401. Google reasserts and hereby incorporates by reference its responses to each
16 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

17 402. The allegations in Paragraph 402 are legal conclusions not subject to admission or
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 402.

19 403. Google denies the allegations in Paragraph 403.

20 404. The allegations in Paragraph 404 are legal conclusions not subject to admission or
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 404.

22 405. The allegations in Paragraph 405 are legal conclusions not subject to admission or
23 denial. To the extent a response is required, Google denies the allegations in Paragraph 405.

24 406. Google reasserts and hereby incorporates by reference its responses to each
25 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

26 407. Google denies the allegations in Paragraph 407.

27 408. The allegations in Paragraph 408 are legal conclusions not subject to admission or
28 denial. To the extent a response is required, Google denies the allegations in Paragraph 408.

1 409. Google reasserts and hereby incorporates by reference its responses to each
2 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

3 410. Google denies the allegations in Paragraph 410.

4 411. Google denies the allegations in Paragraph 411.

5 412. The allegations in Paragraph 412 are legal conclusions not subject to admission or
6 denial. To the extent a response is required, Google denies the allegations in Paragraph 412.

7 413. Google admits the allegations in Paragraph 413 and avers that M.G.L. c. 93A, § 4
8 provides that an action under that statute "may be brought in the superior court of the county
9 where any one defendant resides or has his principal place of business, or in Suffolk county."

10 414. Google reasserts and hereby incorporates by reference its responses to each
11 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

12 415. Google denies the allegations in Paragraph 415.

13 416. The allegations in Paragraph 416 are legal conclusions not subject to admission or
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 416.

15 417. Google reasserts and hereby incorporates by reference its responses to each
16 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

17 418. Google denies the allegations in Paragraph 418.

18 419. The allegations in Paragraph 419 are legal conclusions not subject to admission or
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 419.

20 420. Google denies the allegations in Paragraph 420.

21 421. The allegations in Paragraph 421 are legal conclusions not subject to admission or
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 421.

23 422. The allegations in Paragraph 422 are legal conclusions not subject to admission or
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 422.

25 423. Google reasserts and hereby incorporates by reference its responses to each
26 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

27 424. Google denies the allegations in Paragraph 424.

1 425. The allegations in Paragraph 425 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 425.

3 426. Google denies the allegations in Paragraph 426.

4 427. The allegations in Paragraph 427 are legal conclusions not subject to admission or
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 427.

6 428. Google reasserts and hereby incorporates by reference its responses to each
7 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

8 429. Google denies the allegations in Paragraph 429.

9 430. Google denies the allegations in Paragraph 430.

10 431. Google reasserts and hereby incorporates by reference its responses to each
11 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

12 432. Google denies the allegations in Paragraph 432.

13 433. The allegations in Paragraph 433 are legal conclusions not subject to admission or
14 denial. To the extent a response is required, Google denies the allegations in Paragraph 433.

15 434. Google reasserts and hereby incorporates by reference its responses to each
16 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

17 435. Google denies the allegations in Paragraph 435.

18 436. The allegations in Paragraph 436 are legal conclusions not subject to admission or
19 denial. To the extent a response is required, Google denies the allegations in Paragraph 436.

20 437. Google denies the allegations in Paragraph 437.

21 438. The allegations in Paragraph 438 are legal conclusions not subject to admission or
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 438.

23 439. Google reasserts and hereby incorporates by reference its responses to each
24 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

25 440. Google denies the allegations in Paragraph 440.

26 441. The allegations in Paragraph 441 are legal conclusions not subject to admission or
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 441.

28 442. Google denies the allegations in Paragraph 442.

1 443. The allegations in Paragraph 443 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 443.

3 444. Google denies the allegations in Paragraph 444.

4 445. Google reasserts and hereby incorporates by reference its responses to each
5 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

6 446. Google denies the allegations in Paragraph 446.

7 447. The allegations in Paragraph 447 are legal conclusions not subject to admission or
8 denial. To the extent a response is required, Google denies the allegations in Paragraph 447.

9 448. Google denies the allegations in Paragraph 448.

10 449. The allegations in Paragraph 449 are legal conclusions not subject to admission or
11 denial. To the extent a response is required, Google denies the allegations in Paragraph 449.

12 450. Google reasserts and hereby incorporates by reference its responses to each
13 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

14 451. The allegations in Paragraph 451 are legal conclusions not subject to admission or
15 denial. To the extent a response is required, Google denies the allegations in Paragraph 451.

16 452. Google denies the allegations in Paragraph 452.

17 453. The allegations in Paragraph 453 are legal conclusions not subject to admission or
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 453.

19 454. The allegations in Paragraph 454 are legal conclusions not subject to admission or
20 denial. To the extent a response is required, Google denies the allegations in Paragraph 454.

21 455. Google denies the allegations in Paragraph 455.

22 456. Google denies the allegations in Paragraph 456.

23 457. Google denies the allegations in Paragraph 457.

24 458. Google denies the allegations in Paragraph 458.

25 459. Google denies the allegations in Paragraph 459.

26 460. The allegations in Paragraph 460 are legal conclusions not subject to admission or
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 460.

28

1 461. The allegations in Paragraph 461 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 461.

3 462. The allegations in Paragraph 462 are legal conclusions not subject to admission or
4 denial. To the extent a response is required, Google denies the allegations in Paragraph 462.

5 463. Google reasserts and hereby incorporates by reference its responses to each
6 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

7 464. Google denies the allegations in Paragraph 464.

8 465. Google denies the allegations in Paragraph 465.

9 466. The allegations in Paragraph 466 are legal conclusions not subject to admission or
10 denial. To the extent a response is required, Google denies the allegations in Paragraph 466.

11 467. Google reasserts and hereby incorporates by reference its responses to each
12 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

13 468. Google denies the allegations in Paragraph 468.

14 469. The allegations in Paragraph 469 are legal conclusions not subject to admission or
15 denial. To the extent a response is required, Google denies the allegations in Paragraph 469.

16 470. Google denies the allegations in Paragraph 470.

17 471. The allegations in Paragraph 471 are legal conclusions not subject to admission or
18 denial. To the extent a response is required, Google denies the allegations in Paragraph 471.

19 472. Google reasserts and hereby incorporates by reference its responses to each
20 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

21 473. Google denies the allegations in Paragraph 473.

22 474. The allegations in Paragraph 474 are legal conclusions not subject to admission or
23 denial. To the extent a response is required, Google denies the allegations in Paragraph 474.

24 475. Google denies the allegations in Paragraph 475.

25 476. The allegations in Paragraph 476 are legal conclusions not subject to admission or
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 476.

27 477. Google reasserts and hereby incorporates by reference its responses to each
28 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

1 478. Google denies the allegations in Paragraph 478.

2 479. The allegations in Paragraph 479 are legal conclusions not subject to admission or
3 denial. To the extent a response is required, Google denies the allegations in Paragraph 479.

4 480. Google denies the allegations in Paragraph 480.

5 481. The allegations in Paragraph 481 are legal conclusions not subject to admission or
6 denial. To the extent a response is required, Google denies the allegations in Paragraph 481.

7 482. Google reasserts and hereby incorporates by reference its responses to each
8 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

9 483. Google denies the allegations in Paragraph 483.

10 484. The allegations in Paragraph 484 are legal conclusions not subject to admission or
11 denial. To the extent a response is required, Google denies the allegations in Paragraph 484.

12 485. Google reasserts and hereby incorporates by reference its responses to each
13 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

14 486. Google denies the allegations in Paragraph 486.

15 487. The allegations in Paragraph 487 are legal conclusions not subject to admission or
16 denial. To the extent a response is required, Google denies the allegations in Paragraph 487.

17 488. Google reasserts and hereby incorporates by reference its responses to each
18 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

19 489. Google denies the allegations in Paragraph 489.

20 490. The allegations in Paragraph 490 are legal conclusions not subject to admission or
21 denial. To the extent a response is required, Google denies the allegations in Paragraph 490.

22 491. Google denies the allegations in Paragraph 491.

23 492. The allegations in Paragraph 492 are legal conclusions not subject to admission or
24 denial. To the extent a response is required, Google denies the allegations in Paragraph 492.

25 493. The allegations in Paragraph 493 are legal conclusions not subject to admission or
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 493.

27 494. Google reasserts and hereby incorporates by reference its responses to each
28 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

1 495. Google denies the allegations in Paragraph 495.

2 496. The allegations in Paragraph 496 are legal conclusions not subject to admission or
3 denial. To the extent a response is required, Google denies the allegations in Paragraph 496.

4 497. The allegations in Paragraph 497 are legal conclusions not subject to admission or
5 denial. To the extent a response is required, Google denies the allegations in Paragraph 497.

6 498. The allegations in Paragraph 498 are legal conclusions not subject to admission or
7 denial. To the extent a response is required, Google denies the allegations in Paragraph 498.

8 499. The allegations in Paragraph 499 are legal conclusions not subject to admission or
9 denial. To the extent a response is required, Google denies the allegations in Paragraph 499.

10 500. Google denies the allegations in Paragraph 500.

11 501. The allegations in Paragraph 501 are legal conclusions not subject to admission or
12 denial. To the extent a response is required, Google denies the allegations in Paragraph 501.

13 502. Google reasserts and hereby incorporates by reference its responses to each
14 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

15 503. Google denies the allegations in Paragraph 503.

16 504. The allegations in Paragraph 504 are legal conclusions not subject to admission or
17 denial. To the extent a response is required, Google denies the allegations in Paragraph 504.

18 505. Google denies the allegations in Paragraph 505.

19 506. The allegations in Paragraph 506 are legal conclusions not subject to admission or
20 denial. To the extent a response is required, Google denies the allegations in Paragraph 506.

21 507. The allegations in Paragraph 507 are legal conclusions not subject to admission or
22 denial. To the extent a response is required, Google denies the allegations in Paragraph 507.

23 508. Google reasserts and hereby incorporates by reference its responses to each
24 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

25 509. Google denies the allegations in Paragraph 509.

26 510. The allegations in Paragraph 510 are legal conclusions not subject to admission or
27 denial. To the extent a response is required, Google denies the allegations in Paragraph 510.

28 511. Google denies the allegations in Paragraph 511.

1 512. The allegations in Paragraph 512 are legal conclusions not subject to admission or
2 denial. To the extent a response is required, Google denies the allegations in Paragraph 512.

3 513. Google reasserts and hereby incorporates by reference its responses to each
4 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

5 514. Google denies the allegations in Paragraph 514.

6 515. The allegations in Paragraph 515 are legal conclusions not subject to admission or
7 denial. To the extent a response is required, Google denies the allegations in Paragraph 515.

8 516. Google reasserts and hereby incorporates by reference its responses to each
9 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

10 517. Google denies the allegations in Paragraph 517.

11 518. The allegations in Paragraph 518 are legal conclusions not subject to admission or
12 denial. To the extent a response is required, Google denies the allegations in Paragraph 518.

13 519. Google denies the allegations in Paragraph 519.

14 520. The allegations in Paragraph 520 are legal conclusions not subject to admission or
15 denial. To the extent a response is required, Google denies the allegations in Paragraph 520.

16 521. Google reasserts and hereby incorporates by reference its responses to each
17 Paragraph of Plaintiffs' First Amended Complaint, as though fully set forth herein.

18 522. Google denies the allegations in Paragraph 522.

19 523. The allegations in Paragraph 523 are legal conclusions not subject to admission or
20 denial. To the extent a response is required, Google denies the allegations in Paragraph 523.

21 524. Google denies the allegations in Paragraph 524.

22 525. The allegations in Paragraph 525 are legal conclusions not subject to admission or
23 denial. To the extent a response is required, Google denies the allegations in Paragraph 525.

24 526. Google denies the allegations in Paragraph 526.

25 527. The allegations in Paragraph 527 are legal conclusions not subject to admission or
26 denial. To the extent a response is required, Google denies the allegations in Paragraph 527.

27 528. Google denies the allegations in Paragraph 528.

28 529. Google denies the allegations in Paragraph 529.

530. Google denies the allegations in Paragraph 530.

531. Google denies the allegations in Paragraph 531.

532. The allegations in Paragraph 532 are legal conclusions not subject to admission or denial. To the extent a response is required, Google denies the allegations in Paragraph 532.

Answer to Plaintiffs' Prayer for Relief: To the extent that an answer is required to the Prayer for Relief, Google denies the allegations contained therein. Google further states that Plaintiffs are not entitled to any remedies sought in the First Amended Complaint.

Answer to Plaintiffs' Demand for a Jury Trial: Google admits that Plaintiffs seek trial by jury on issues so triable.

AFFIRMATIVE OR ALTERNATIVE DEFENSES

533. In addition to the reasons stated above, Plaintiffs are not entitled to relief, and Google is entitled to judgment in its favor and against Plaintiffs, on the basis of the following Affirmative or Alternative Defenses, pleaded in the alternative to the extent they may be found to be inconsistent. In asserting these defenses, Google does not assume the burden of proof on any issue that would otherwise rest on Plaintiffs. Further, Google reserves all affirmative defenses under Federal Rule of Civil Procedure 8(c) and state law and any other defenses, at law or in equity that may now exist or in the future be available based on discovery and further factual investigation in this case.

First Defense

(Failure to State a Cause of Action)

The First Amended Complaint fails to state a claim upon which relief can be granted.

Second Defense

(Legitimate Business Justification, Good Faith)

Any and all of Google's actions alleged by Plaintiffs were lawful, justified, procompetitive, and carried out in good faith in Google's legitimate business interests and constitute bona fide competitive activity, the benefits of which significantly outweigh any alleged anticompetitive effects.

Third Defense

(Relief Contrary to Public Interest, Inequitable, Impractical, and Unworkable)

The relief sought by Plaintiffs would be contrary to the public interest, harm consumers, and is otherwise inequitable, impractical, and unworkable.

Fourth Defense

(Lack of *Parens Patriae* Standing)

Plaintiffs lack standing to bring *parens patriae* claims under federal and state law.

Fifth Defense

(No *Parens Patriae* Authority)

Plaintiffs' *parens patriae* state law claims are barred in whole or in part because state law does not authorize such claims.

Sixth Defense

(Failure to Join an Indispensable Party)

The First Amended Complaint fails to join necessary and indispensable parties, including, but not limited to, consumers and developers of apps distributed for free on Google Play.

Seventh Defense

(Foreign Trade Antitrust Improvements Act)

Plaintiffs' claims are barred, in whole or in part, by the Foreign Trade Antitrust Improvements Act, 15 U.S.C. § 6a, insofar as Plaintiffs make claims concerning transactions or alleged conduct involving trade or commerce with foreign nations outside U.S. jurisdiction.

Eighth Defense

(Mitigation of Damages)

Plaintiffs' claims are barred, in whole or in part, by their failure to mitigate damages, if any.

Ninth Defense

(*Noerr-Pennington* Doctrine)

Plaintiffs' claims are barred, in whole or in part, by the *Noerr-Pennington* doctrine.

Tenth Defense

(International Comity)

Plaintiffs' claims are barred, in whole or in part, by the doctrine of international comity, insofar as Plaintiff seeks injunctive relief affecting transactions and conduct occurring outside U.S. jurisdiction.

Eleventh Defense

(Failure to Comply with State Notice Requirements)

Plaintiffs' claims are barred, in whole or in part, by failure to comply with pre-suit notice requirements under state law.

Twelfth Defense

(Statute of Limitations)

Plaintiffs' claims are barred in whole or in part by the statute of limitations applicable to their respective claims.

Thirteenth Defense

(Dormant Commerce Clause)

16 Plaintiffs' claims are barred in whole or in part by the Dormant Commerce Clause.

RESERVATION OF DEFENSES

18 Google reserves the right to assert additional defenses when it determines the particulars of
19 Plaintiffs' claims, which are not apparent on the face of the First Amended Complaint. Google
20 reserves the right to amend this Answer to add, delete, or modify defenses based upon legal
21 theories that may be or will be divulged through clarification of Plaintiffs' First Amended
22 Complaint, through discovery, or through further legal analysis of Plaintiffs' position in this
23 litigation.

JURY DEMAND

Google demands a trial by jury on all issues so triable.

1 Dated: March 31, 2022

2 **MORGAN, LEWIS & BOCKIUS LLP**
3 Brian C. Rocca
4 Richard S. Taffet
5 Sujal J. Shah
6 Michelle Park Chiu
7 Minna Lo Naranjo
8 Rishi P. Satia

9
10 Respectfully submitted,

11 By: /s/ Brian C. Rocca
12 Brian C. Rocca

13 **O'MELVENY & MYERS LLP**
14 Ian Simmons
15 Daniel M. Petrocelli
16 Benjamin G. Bradshaw
17 Stephen J. McIntyre

18 Respectfully submitted,

19 By: /s/ Ian Simmons
20 Ian Simmons

21 **MUNGER, TOLLES & OLSON LLP**
22 Glenn D. Pomerantz
23 Kuruvilla Olasa
24 Kyle W. Mach
25 Justin P. Raphael
26 Emily C. Curran-Huberty
27 Jonathan I. Kravis

28 Respectfully submitted,

19 By: /s/ Glenn D. Pomerantz
20 Glenn D. Pomerantz

21 *Counsel for Defendants*

ECF ATTESTATION

I hereby attest that concurrence in the filing of this document has been obtained from each of the other signatories hereto.

Dated: March 31, 2022

By: /s/ Kuruvilla Olasa
Kuruvilla Olasa